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June 6, 2024

Via ECF

Hon. Denise Cote
United States District Judge
Southern District of New York
500 Pearl Street, Room 1910
New York, NY 10007

*Denise Cote
June 6, 2024*

Three Amigos Holdings, Inc. v. Maxben Holdings, LLC

Civil Action No. 1:23-cv-08798-DLC

Dear Judge Cote:

Our firm represents Defendant Maxben Holdings, LLC (“Maxben” or “Defendant”) in the above-referenced case. We write to inform the Court that we respectfully intend to move (“Proposed Motion”) for reconsideration (per Fed. R. Civ. P. Rule 60(b)(1) or 60(b)(6)) of this Court’s Memorandum Opinion and Order, dated May 24, 2024 (“Order,” ECF No. 32), which directed MHL to “turn over by June 7, 2024 its ownership interest in the Six Entities to the plaintiff.” Relatedly, we request: (a) the Court’s permission, per Local Civil Rule 6.3, to file an affidavit with our motion, and (b) an interim stay of its Order pending submission and review of the Proposed Motion.

The Court’s Order mistakenly concluded that “Maxben has admitted to having an ownership interest in six of the entities identified by the plaintiff.” But this is factually inaccurate. Maxben does not own any share in the “Six Entities”¹ referred to in Plaintiff’s Motion, and never has. Only Mr. Dalpour (a non-party) has ownership in these entities, and in the case of two such entities, his interest is pledged to non-parties such that he cannot transfer his interests without violating the rights of third parties.

In its Opposition (ECF No. 30) to Plaintiff’s Motion for a Turnover Order (ECF No. 25), Defendant stated that Maxben does not own these entities: “these entities are not owned by the

¹ The Six Entities are: Cornelia Street Investors, LLC; CHS Investors, LLC; 1222 St. Paul Management, LLC; SD Texas I, LLC; SD Texas II, LLC; and PJA Capital Fund I, LLC (“Six Entities”). ECF No. 25 (Plaintiff’s Moving Brief), at 3.

Defendant.” ECF No. 30 at p. 6; *see also* ECF No. 30 at p. 8 (referring to “corporate assets owned by a Defendant’s individual owners’ other corporate holdings.”).

We apologize to the Court if Defendant’s Opposition failed to sufficiently emphasize or clarify these details. As we will explain in our Proposed Motion², the confusion arose in part from Plaintiff’s information subpoena (ECF No. 25-8, Ex. G to Plaintiff’s Motion). This document was improperly directed to *both* Defendant Maxben and non-party Idin Dalpour. Defendant duly objected to the improper scope of the subpoena (to the extent it is directed to non-party Idin Dalpour) but nonetheless provided responses. Plaintiff then inaccurately interpreted the response as an admission by Maxben that it—rather than Mr. Dalpour—owned the Six Entities, and informed the Court of the same. ECF No. 25, at 12 (“Maxben has already admitted to having an ownership interest in those entities directly.”). But this is simply not accurate. Maxben has never owned the Six Entities or any stake in them.

Mr. Dalpour is prepared to attest to these facts in support of the Proposed Motion. However, pursuant to Local Rule 6.3, “No affidavits shall be filed by any party [in support of a motion for reconsideration or reargument] unless directed by the Court.” Mr. Dalpour wishes to submit an affidavit clarifying that it is he, and not Maxben, that owns the Six Entities. He is also prepared to clarify why he cannot transfer his pledged share in two of the Six Entities.

We also respectfully request that the Court issue a brief stay of its Order and extension of Defendant’s time to file its Proposed Motion to Tuesday, June 11, 2024. This would give Defendant time to receive the Court’s response and would permit a few extra days for Mr. Dalpour to prepare an affidavit, as he is currently facing other proceedings/deadlines in this district and others.

Respectfully submitted,

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² This was also described in Defendant’s Opposition to Plaintiff’s Turnover Motion. ECF No. 30 at p. 8 (last paragraph).